## **DISCLAIMER**

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## COMMONWEALTH OF VIRGINIA

## STATE CORPORATION COMMISSION

AT RICHMOND, SEPTEMBER 25, 2000

JOINT PETITION OF

NORTHPOINT COMMUNICATIONS GROUP, INC.,

CASE NO. PUA000070

and

BELL ATLANTIC CORPORATION d/b/a VERIZON COMMUNICATIONS INC.

For approval of Agreement and Plan of Merger

## ORDER FOR NOTICE AND COMMENT

On September 20, 2000, NorthPoint Communications Group,
Inc. ("NorthPoint"), and Bell Atlantic Corporation d/b/a Verizon
Communications Inc. ("Verizon") (collectively, "Petitioners")
completed the filing of a joint petition requesting approval,
pursuant to Chapter 5 of Title 56 of the Code of Virginia, of an
agreement and plan of merger. Approval of this transaction will
result in Verizon obtaining control of NorthPoint Communications
of Virginia, Inc. ("NPC"), a competitive local exchange and
interexchange carrier in Virginia.

We are of the opinion that public notice should be given and interested persons should have the opportunity to comment and request a hearing on the joint petition. Accordingly, IT IS ORDERED THAT:

- (1) The Petitioners shall promptly make a copy of their joint petition and supporting materials available to the public who may obtain a copy of the joint petition, at no charge, by requesting it in writing from Petitioners' counsel at the address detailed below.
- (2) Any interested person wishing to comment on the joint petition shall, on or before October 30, 2000, address such written comments to: Joel H. Peck, Clerk, State Corporation Commission, c/o Document Control Center, P.O. Box 2118, Richmond, Virginia 23218, and refer to Case No. PUA000070.
- (3) On or before October 30, 2000, any person desiring a hearing in this matter shall file a request for hearing in writing with Joel H. Peck, Clerk, State Corporation Commission, c/o Document Control Center, P.O. Box 2118, Richmond, Virginia 23218, and shall refer in his or her request to Case

  No. PUA000070. Any request for hearing shall detail reasons that such issues cannot be adequately addressed in written comments.
- (4) A copy of such comments and requests for hearing shall simultaneously be sent to counsel for the Petitioners as follows: Lydia R. Pulley, Esquire, Verizon Virginia Inc., 600 East Main Street, 11th floor, Richmond Virginia 23219.

- (5) The Commission Staff shall review the joint petition and shall file, on or before November 8, 2000, a report detailing the results of its investigation.
- (6) The Petitioners shall respond to written interrogatories within seven (7) calendar days after receipt of same. Except as modified above, discovery shall be in accordance with Part VI of the Commission's Rules of Practice and Procedure.
- (7) On or before October 16, 2000, the Petitioners shall publish the following notice as display advertising, not classified, once in newspapers of general circulation throughout their service territory:

NOTICE OF JOINT PETITION OF NORTHPOINT COMMUNICATIONS GROUP, INC., and

BELL ATLANTIC CORPORATION d/b/a
VERIZON COMMUNICATIONS INC.
FOR APPROVAL OF AGREEMENT AND PLAN OF MERGER
CASE NO. PUA000070

On September 20, 2000, NorthPoint Communications Group, Inc. ("NorthPoint"), and Bell Atlantic Corporation d/b/a Verizon Communications Inc. ("Verizon") (collectively, "Petitioners") filed a joint petition requesting approval, pursuant to Chapter 5 of Title 56 of the Code of Virginia, of an agreement and plan of merger. The joint petition, if approved, will result in the transfer of control of NorthPoint's subsidiary, NorthPoint Communications of Virginia, Inc. ("NPC"), a competitive local exchange and interexchange carrier in Virginia.

A copy of the above-referenced joint petition is available for inspection during regular business hours at the State Corporation Commission, Document Control Center, First Floor, Tyler Building, 1300 East Main Street, Richmond, Virginia. Interested persons may obtain a copy of the joint petition, at no charge, by requesting a copy in writing from Petitioners' counsel at the address noted below.

Comments on the joint petition must be submitted in writing to Joel H. Peck, Clerk, State Corporation Commission, P.O. Box 2118, Richmond, Virginia 23218, on or before October 30, 2000. Requests for hearing must also be received by the Clerk on or before October 30, 2000. Requests for hearing shall state why a hearing is necessary and why such issues cannot be adequately addressed in written comments.

All correspondence should refer to Case No. PUA000070. A copy of the comments or requests for hearing must also be sent to counsel for the Petitioners as follows: Lydia R. Pulley, Esquire, Verizon Virginia Inc., 600 East Main Street, 11th floor, Richmond, Virginia 23219.

If no sufficient request for hearing is received, a formal hearing may not be held.

NORTHPOINT COMMUNICATIONS GROUP, INC., AND BELL ATLANTIC CORPORATION d/b/a VERIZON COMMUNICATIONS INC.

(8) The Petitioners shall forthwith serve a copy of this
Order on the Chairman of the Board of Supervisors of any county
and upon the Mayor or Manager of any county, city, or equivalent
officials in counties, towns, and cities having alternate forms
of government in their service territories. Service shall be

made by first-class mail or delivery to the customary place of business or residence of the person served.

- (9) On or before November 17, 2000, the Petitioners and any interested person may file with the Clerk of the Commission any response to Staff's Report.
- (10) On or before November 10, 2000, the Petitioners shall provide the Commission with proof of notice required in Ordering Paragraphs (7) and (8).